

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

**RAILWORKS CORPORATION, et al.,**

**Debtors.**

Case Nos. 01-6-4463 through  
01-6-4485  
(Chapter 11)  
(Jointly Administered Under Case  
No. 01-6-4463)

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**MOTION FOR AN ORDER UNDER BANKRUPTCY RULE  
3003(c)(3): (i) ESTABLISHING BAR DATE FOR FILING  
CERTAIN PROOFS OF CLAIMS; (ii) APPROVING FORM  
AND MANNER OF NOTICE THEREOF; AND  
(iii) GRANTING RELATED RELIEF**

FILED (E)  
JAN 10 2002  
CLERK OF COURT

Railworks Corporation, *et al.*, debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases, by counsel, file this motion (the “Motion”) for an order under Bankruptcy Rule 3003(c)(3): (i) establishing January 10, 2002, as the last date and deadline for filing certain proofs of claims in these chapter 11 cases (the “Bar Date”); (ii) approving the form and manner of notice thereof; and (iii) granting related relief (the “Bar Date Order”). In support of the Motion, the Debtors respectfully represent as follows:

**Introduction**

1. By this Motion, the Debtors seek to establish a Bar Date of January 10, 2002, in these jointly administered cases, so that the process of claims reconciliation and, ultimately, the restructuring of the Debtors’ financial affairs, can proceed expeditiously. The Debtors also seek to establish notice and other procedures relating to the establishment of the Bar Date, including notifying parties-in-interest of the Debtors’ numerous trade names so that notice of the Bar Date will be provided in the most efficient and effective way.

251

### **Jurisdiction**

2. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue lies properly in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

3. The statutory predicate for the relief requested herein is Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **The Chapter 11 Cases**

4. On September 20, 2001 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code in this Court. The Debtors continue in possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. The Court has entered an Order authorizing the procedural consolidation and joint administration of these cases.

### **The Debtors and Their Business Operations**

6. Railworks Corporation (“Railworks”) owns or controls, directly or indirectly, thirty-two (32) U.S. and foreign subsidiaries (collectively with Railworks, the “Company”). Railworks and twenty-two (22) of its U.S. subsidiaries are all co-debtors in these proceedings.<sup>1</sup>

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<sup>1</sup> Railworks’ eight Canadian subsidiaries, one inactive no asset U.S. subsidiary, and one Chilean subsidiary, are not debtors in these proceedings. Additionally, the Company is involved in six joint ventures, none of which are debtors in these proceedings. Of the six joint ventures, four are exclusively between Railworks entities and only two involve third-parties.

7. The Debtors are a leading national provider of rail systems services, including construction and rehabilitation, repair and maintenance, and rail related products. The Debtors provide contracting services and rail related products to a broad range of customers including Class I railroads, transit authorities and commuter railroads, municipalities, industrial companies, and commercial enterprises. The Debtors operate principally in the U.S. and Canada, with occasional activity in Mexico and Central America. Collectively with their non-debtor affiliates, the Debtors have more than three thousand (3,000) employees.

8. The Debtors' operations generally consist of three segments: (i) transit services; (ii) rail track services; and (iii) rail products and supplies. The transit services segment provides a variety of products and services for rail based mass transit systems, including construction and rehabilitation of track and other forms of fixed guideways, installation of signaling, communications and electrical systems, and construction, rehabilitation and installation of ancillary transit related subsystems such as elevators, escalators, heating and air conditioning. The rail track services segment provides design, engineering, construction, rehabilitation and repair and maintenance of track systems for railroads and industry. The rail products and supplies segment provides specialty wood and concrete products, rail fastening systems and specialized track maintenance services.

9. As of June 30, 2001, the Company had total assets of \$569,658,000 and total liabilities of \$523,289,000 (book value). For the three (3) months ending June 30, 2001, the Company sustained a net loss \$37.5 million.

## **Relief Requested**

### **A. Need to Establish a Bar Date**

10. In order for the Debtors to develop and implement a plan of reorganization, they will need to have complete and accurate information regarding the nature, amount and status of all claims ("Claims")<sup>2</sup> against the Debtors arising prior to the Petition Date. In particular, both the Debtors' ability to develop and implement a plan of reorganization and the creditors' ability to meaningfully evaluate such a plan depend, in part, on the Debtors' ability to prepare thorough estimates of the aggregate amounts of Claims asserted against the Debtors' estates. Consequently, the Debtors request that, pursuant to Bankruptcy Rule 3003(c)(3), the Court establish the Bar Date and approve the form of notice and other procedures relating to the Bar Date as proposed herein.

11. Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claims must be filed in these chapter 11 cases. The Debtors request that the Court establish January 10, 2002, as the Bar Date by which every entity ("Entity")<sup>3</sup> holding a prepetition Claim against any of the Debtors must file a proof of claim. Except as provided below, the Bar Date would apply to all Entities holding Claims against the Debtors (whether secured, priority or unsecured) that arose prior to the Petition Date, including but not limited to the following:

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<sup>2</sup> The term "Claim", as used herein, has the meaning ascribed to it in section 101(5) of the Bankruptcy Code, except that "Claims" are limited to claims arising prior to the Petition Date. The terms "Claim" and "Prepetition Claim" are used interchangeably herein.

<sup>3</sup> The term "Entity", as used herein, has the meaning ascribed to it in section 101(15) of the Bankruptcy Code, and is construed in the broadest terms possible to include every "person", as defined in section 101(41) of the Bankruptcy Code, and every "Governmental Unit" as defined in section 101(27) of the Bankruptcy Code.

(a) Entities whose Claims against a Debtor or Debtors arise out of the rejection of executory contracts or unexpired leases prior to the entry of the Bar Date Order;

(b) Governmental Units<sup>4</sup> holding Claims against a Debtor or Debtors for unpaid taxes, whether arising from prepetition tax years or periods or prepetition transactions to which a Debtor was a party; and

(c) All other Entities holding Claims against any of the Debtors that arose prior to the Petition Date.

#### B. Exceptions to Bar Date for Certain Claims

12. The Bar Date would apply to all prepetition Claims asserted against any of the Debtors, except that Entities would not be required to file proofs of claims by the Bar Date with respect to any of the following Claims:

(a) any Claim against a Debtor that (i) is listed in the Schedules<sup>5</sup> or any amendments thereto; and (ii) is not listed therein as “contingent,” “unliquidated” or “disputed”; and (iii) is not disputed by the holder thereof as to amount, respective Debtor, classification or otherwise;

(b) any Claim for which a proof of claim has already been properly filed against the correct Debtor;

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<sup>4</sup> The term “Governmental Unit” has the meaning ascribed to it in section 101(27) of the Bankruptcy Code.

<sup>5</sup> As used herein, the term “Schedules” means Schedules A through J that the Debtors anticipate filing with the Court on or before December 5, 2001 (as such schedules and statements may be amended by the Debtors).

(c) any Claim against a Debtor that has previously been allowed by, or paid pursuant to, an order of this Court;

(d) any Claim that is allowable only under Section 507(a)(1) of the Bankruptcy Code as an administrative expense in any of the Debtors' cases;

(e) any Claim held by a Debtor that is based upon a potential prepetition inter-company obligation; or

(f) any Claims of those holding bonds issued by the Debtors, under that certain Indenture dated as of April 7, 1999 relating to the Debtors' 11 ½% Senior Subordinated Notes due 2009, but only to the extent such Claims relate solely to their ownership of the bonds ("Bondholders"), provided, however, that the Claims of any indenture trustee, for itself, or on account of any Bondholder, shall not be excluded.

### **Claimant Groups**

13. The Debtors' collective database of potential claimants in these cases contains in excess of three thousand (3000) names, most of which are likely entitled to notice of the establishment of the Bar Date.<sup>6</sup>

14. To effectively deal with the large number of potential creditors, the Debtors have divided them into a number of potential claimant groups. Each of these groups is described

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<sup>6</sup> Under Bankruptcy Rule 2002, "all creditors [are entitled to] at least 20 days' notice by mail of . . . the time fixed for filing proofs of claims pursuant to [Bankruptcy] Rule 3003(c) . . ." Fed.R.Bankr.P. 2002(a)(7).

<sup>7</sup> Under Bankruptcy Rule 2002, "all creditors [are entitled to] at least 20 days' notice by mail of . . . the time fixed for filing proofs of claims pursuant to [Bankruptcy] Rule 3003(c) . . ." Fed.R.Bankr.P. 2002(a)(7).

below, together with a proposal for providing notice of the Bar Date to each group and related information.

A. Claims For Rejection of Executory Contracts or Unexpired Leases

15. The Debtors propose that Claims relating to the rejection of any executory contract or unexpired lease must be filed by the later of: (i) thirty (30) days after the entry of the Court order authorizing the rejection of such contract or lease; and (ii) the Bar Date, unless the Court has provided otherwise in an order entered prior to the entry of the Bar Date Order authorizing the Debtor to reject the contract or lease.

B. Claims of Taxing and Regulatory Authorities

16. As of September 20, 2001, the Debtors were operating in numerous states and Canada and Mexico. As a result, the Debtors were subject to taxation by numerous state and local taxing authorities and by the Internal Revenue Service (collectively, the “Taxing Authorities”), and to various government regulatory agencies in those same jurisdictions (collectively, the “Regulatory Authorities”).

17. The Debtors propose to notify the Taxing Authorities of the Bar Date and that the Taxing Authorities be required to file all Claims for unpaid taxes and other prepetition Claims they may have in these cases on or before the Bar Date.

18. The Debtors further propose to notify the Regulatory Authorities of the Bar Date, and that the Regulatory Authorities be required to file any Claims for alleged regulatory violations and all other prepetition Claims they may have in these cases on or before the Bar Date.

19. Bankruptcy Rule 3003(c)(3) provides Governmental Units with 180 days in which to file a proof of claim. By requesting the Court to establish January 10, 2002 as the Bar Date,

the Debtors are requesting the Court to reduce the time allowed for Governmental Units to file proofs of claim.

#### C. Claims of Employees, Officers and Directors

20. As of September 20, 2001, the Debtors employed over 3,000 persons, including independent contractors. In addition, there existed at that time numerous former employees, officers and directors, some of whom may have Claims against one or more of the Debtors.

21. The Debtors propose to provide notice of the Bar Date to all current and former employees, officers and directors identified by the Debtors as holding potential Claims in these cases, and that these persons be required to file all prepetition Claims on or before the Bar Date.

#### D. Inter-Company Claimants

22. Many of the Debtors received operating funds and other assets from Railworks and other Debtor affiliates during the prepetition period. Accordingly, substantial inter-debtor claims may be asserted in these cases.

23. The Debtors propose that no bar date should be set at this time for inter-company Claims between Debtors. Instead, the Debtors reserve the right to request that the Court establish a bar date for inter-company Claims of the Debtors at a later time. The Debtors do propose, however, to provide notice of the Bar Date to non-Debtor Railworks affiliates that may have “inter-company” Claims against the Debtors. The Debtors request that such non-Debtor affiliates be required to file any Claims on or before the Bar Date.

#### E. Claimants Asserting Secured Claim Status

24. The Debtors were indebted to various banks and other lenders prior to these chapter 11 filings, some of which purport to hold secured Claims against one or more the Debtors. In addition, there exist numerous other Entities, such as mechanics’ lienors, purchase



money lenders and equipment financiers, which may claim security interests in property of the estates herein.

25. The Debtors propose to notify all potential secured creditors of the Bar Date and, to the extent they are required to file prepetition Claims under the Bankruptcy Code, that they be required to do so on or before the Bar Date.

#### F. Other General Unsecured Claimants

26. Among the Debtors' potential creditors are various prepetition trade vendors, and management and other service providers. The Debtors propose to notify all potential general unsecured creditors of the Bar Date and that they be required to file all prepetition Claims on or before the Bar Date.

#### G. Equity Security Holders' Claimants

27. Prior to September 20, 2001, a number of Railworks' shareholders (the "Shareholder Litigants") commenced lawsuits against Railworks and certain of its current and former officers and directors, under various legal theories. The Debtors propose to notify the Shareholder Litigants of the Bar Date and that they be required to file all prepetition Claims on or before the Bar Date.

28. With respect to Railworks' equity security holders other than the Shareholder Litigants, the Debtors believe that the holders of such interests, without any other relationship to the Debtors, are not creditors herein. Accordingly, the Debtors propose not to serve notice of the Bar Date upon Railworks' thousands of equity security holders, other than the Shareholder Litigants; provided, however, that in cases in which equity security holders have been identified by the Debtors as holding other potential Claims against the Debtors, *i.e.*, Claims based on breach of contract or in tort, such equity security holders would be provided notice of the Bar

Date and required to file all prepetition Claims on or before the Bar Date. The Debtors may determine at a later time that equity security holders should be required to file proofs of interest concerning the various Debtors. If and when the Debtors make such a determination, the Debtors may request that a supplemental bar date be set for such interest holders and send such interest holders separate and appropriate notice.

**Procedures for Providing Notice of Bar Date and Filing Proofs of Claims**

**A. Mailing of Bar Date Notice and Proof of Claim Form**

29. The Debtors propose to serve on the Entities identified above holding potential prepetition Claims: (a) a notice of the Bar Date substantially in the form of the notice attached hereto as **Exhibit A** (the “Bar Date Notice”); and (b) a proof of claim form, substantially in the form attached hereto as **Exhibit B** (the “Proof of Claim Form”).

30. The proposed Bar Date Notice states, among other things, that all proofs of claims must be filed on or before the Bar Date with Bankruptcy Services LLC<sup>8</sup> (“BSI” or the “Claims and Noticing Agent”), using the Proof of Claim Form. The Debtors intend to mail the Bar Date Notice and the Proof of Claim Form by first class U.S. mail, postage prepaid, to all Entities as identified herein as soon as practicable after the entry of the Bar Date Order, but in any event no later than December 15, 2001, in the manner described below. The mailing of the Bar Date Notice no later than this date will ensure that creditors receive over twenty (20) days’ notice of the Bar Date, which is in excess of the minimum notice period established under Bankruptcy Rule 2002(a)(7).

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<sup>8</sup> On September 20, 2001, this Court entered an order appointing Bankruptcy Services LLC as claims and noticing Agent of the Court for the purposes of these cases.

B. Entities With Claims Scheduled as Disputed, Contingent, or Unliquidated

31. Pursuant to the Local Bankruptcy Rules of this Court, the Debtors are required to send a separate notice to Entities with Claims listed in the Debtors' bankruptcy Schedules as disputed, contingent, or unliquidated. *See* L.B.R. 2081-1 (D.Md.). Accordingly, the Debtors would provide the required notice to such persons either with those Entities' Bar Date Notices and Proof of Claim Forms, or by separate notice.

C. Requirements For Valid, Properly Filed Proof of Claim

32. For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with accompanying documentation, must be delivered to the Claims and Noticing Agent at the address set forth on the Bar Date Notice so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the Bar Date.

33. The Debtors further propose that Entities be permitted to submit proofs of claims in person, by courier service or hand delivery method, or first-class mail, but that facsimile or electronic mail submissions not be allowed. A proof of claim would be deemed filed when actually received on a Proof of Claim Form by the Claims and Noticing Agent. If an Entity wishes to receive acknowledgment of the time that the Claims and Noticing Agent receives such creditor's proof of claim, such Entity would be required to submit with its original Proof of Claim Form a copy thereof and a self-addressed, stamped envelope.

D. Requirement to File Proof of Claim Under Specific Debtor Case

34. The Debtors propose that all Entities be required to assert each Claim against a particular Debtor, indicating the Debtor's name and case number, and that if an Entity asserts Claims against more than one Debtor, separate proofs of claims be required with respect to each such Debtor.

35. If Entities are permitted to assert Claims against more than one Debtor in a single Proof of Claim Form, the Claims and Noticing Agent may have difficulty maintaining a separate Claim register for each Debtor, and all Debtors would be required to object to a proof of claim that may be applicable to only one of the Debtors. Requiring the Entities to identify the Debtor against which each Claim is asserted will also greatly expedite the Debtors' review of proofs of claims in these cases. This requirement will not be unduly burdensome on the Entities, because Entities will or should already know the identity of the Debtor against which they are asserting a Claim.

36. Accordingly, the Proof of Claim Form will include an attachment listing each of the Debtors and directions relating to the requirement that the Debtor against which a Claim is being asserted must be specifically identified on the Proof of Claim Form.

#### E. Publication Notice

37. The extensive nature of the Debtors' businesses creates the potential for the existence of many Claims against the Debtors of which the Debtors are presently unaware. Such potential Claims may include, for example, Claims of prepetition trade vendors who failed to submit an invoice to the Debtors, Claims of former employees and Claims that, for various reasons, are not recorded in the Debtors' books and records. Accordingly, the Debtors believe that it is appropriate to provide publication notice of the Bar Date to Entities whose names and addresses are unknown to the Debtors and, in addition, that it is advisable to provide supplemental notice to known holders of Claims. In this regard, the Debtors propose to cause the Bar Date Notice to be published once in one or more of the national edition of (i) The New York Times; (ii) The Wall Street Journal; or (iii) USA Today. The Debtors propose to cause such publication notice to be made by or before December 15, 2001, substantially in the form of the notice annexed hereto as Exhibit A.

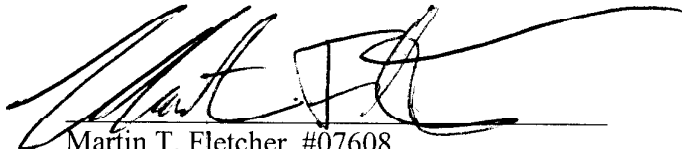
38. The Debtors submit, through the publication notice outlined above, that any unknown creditors of the Debtors should be deemed to receive constructive notice of the Bar Date and that each such Entity should be required to file all Claims on or before the Bar Date. Given that the publication notice will be provided not less than twenty (20) days in advance of the Bar Date, unknown creditors will have sufficient notice, time and opportunity to file their Claims against the Debtors' estates.

39. In summary, the Debtors submit that the notice to be provided as specified herein, including publication notice, will provide all Entities entitled to notice of the Bar Date sufficient advance notice thereof, and will serve to advance the reorganization process in these cases. For these reasons, the relief requested herein would well serve the interests of the Debtors, their creditors and estates, and all other parties-in-interest in these cases.

#### **Conclusion**

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order granting this Motion, substantially in the form annexed hereto as **Exhibit C**, and (ii) grant such other and further relief as the Court deems just or proper.

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**CERTIFICATE OF SERVICE**

I certify that on this 16<sup>th</sup> day of November, 2001, copies of the foregoing pleading and a proposed order were sent by first-class mail, postage prepaid, to all parties on the attached Service List.



Martin T. Fletcher

**Railworks Corporation, et al.**  
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Mays & Valentine, LLP  
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McLean, VA 22102

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100 Front Street  
Worcester, MA 01608-1477

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General Motors Acceptance Corporation  
P.O. Box 5055  
Troy, MI 48007-5055

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James D. Sheets, Esquire  
Leitess, Leitess & Friedberg, PC  
25 Hooks Lane, Suite 302  
Baltimore, MD 21208

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55 East Monroe, 40<sup>th</sup> Floor  
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One Embarcadero Center, 15<sup>th</sup> Floor  
San Francisco, CA 94111

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c/o Page Wyrrough, Esquire  
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Two East Fayette Street, 2<sup>nd</sup> Floor  
Baltimore, MD 21202

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Kerr-McGee Corporation  
P.O. Box 25861  
Oklahoma City, OK 73125

Ted A. Berkowitz, Esquire  
Farrell Fritz, PC  
EAB Plaza  
West Tower 14<sup>th</sup> Floor  
Uniondale, NY 11556-0120

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Suite 505  
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Baltimore, MD 21202

Lease Corporation of America  
3150 Livernois, Suite 300  
Troy, MI 48083

CALWEST Industrial Properties, LLC  
C/O Glen Dresser, Esquire  
Law Offices of Glen Dresser  
12650 Riverside Drive, Suite 100  
N. Hollywood, CA 91607

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Hempstead, NY 11551

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Nashville, TN 37219

## **EXHIBIT A**

**EXHIBIT A**

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

\*

**RAILWORKS CORPPORATION, et al.,**

\*

Case Nos. 01-6-4463 through  
01-6-4485

**Debtors.**

\*

(Chapter 11)  
(Jointly Administered Under Case  
No. 01-6-4463)

\*

\* \* \* \* \*

**NOTICE OF BAR DATE FOR FILING  
PROOFS OF CLAIMS**

**ALL POTENTIAL HOLDERS OF CLAIMS PLEASE TAKE NOTICE:**

On \_\_\_\_\_, 2001, the United States Bankruptcy Court for the District of Maryland (the "Court") entered an order (the "Bar Date Order") in the above-captioned chapter 11 cases establishing January 10, 2002 (the "Bar Date") as the deadline for all holders of a Claim (as defined below) in any of the chapter 11 cases of the above-captioned debtors and debtors in possession (the "Debtors") to file a proof of claim. The Bar Date Order requires all holders of a prepetition Claim to file a proof of claim utilizing an approved form (a "Proof of Claim Form") on or before the Bar Date. For your convenience, a Proof of Claim Form is enclosed with this Notice.

**PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM**

Bankruptcy Rule 3003(c)(3) requires all persons and entities, including, without limitation, individuals, partnerships, limited liability companies, corporations, estates, trusts, indenture trustees, unions and governmental units (collectively, "Entities") that assert a Claim, arising before September 20, 2001 against any of the Debtors listed on **Exhibit 1** attached to this Notice, to file a proof of claim. Section 101(5) of the Bankruptcy Code defines "Claim", and such term is used herein to mean:

- (A) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or
- (B) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable

remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

### **CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM**

**ANY PERSON OR ENTITY HOLDING A CLAIM THAT IS REQUIRED BUT FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE WILL BE FOREVER BARRED AND ESTOPPED FROM ASSERTING A CLAIM AGAINST THE DEBTORS, THEIR ESTATES OR THE PROPERTY OF ANY OF THEM OR RECEIVING ANY DISTRIBUTION ON ACCOUNT OF SUCH CLAIM.**

### **TIME, PLACE AND MANNER FOR FILING PROOFS OF CLAIM**

For any proof of claim to be deemed timely and properly filed, an Entity holding a Claim must submit a signed original Proof of Claim Form asserting such Claim, together with all accompanying documentation, sent **by U.S. mail**, to: Railworks Claims Processing Center ("RCPC"), P.O. Box 5070, FDR Station, New York, New York 10150-5070 and **for overnight courier delivery or hand delivery**: Railworks Claims Processing Center, c/o Bankruptcy Services LLC, 70 East 55<sup>th</sup> Street, New York, NY 10022-32221, so as to be delivered to and received by RCPC no later than 5:00 p.m., prevailing Eastern Time on the Bar Date. A Proof of Claim Form may be submitted in person, by courier service or other hand delivery, or by first-class mail addressed to RCPC at the foregoing address. *Any Proof of Claim Form submitted by facsimile or electronic mail will **not** be accepted and will **not** be deemed filed until such Proof of Claim Form is submitted by one of the methods described in the foregoing sentence.* A Proof of Claim Form will be deemed filed only when actually received by RCPC. If you wish to receive acknowledgment of RCPC's receipt of your Proof of Claim Form, you must also submit a copy of your original Proof of Claim Form and a self-addressed, stamped envelope.

**IF YOU WISH TO ASSERT A CLAIM AGAINST MORE THAN ONE DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM IN THE CASE OF EACH DEBTOR AGAINST WHICH YOU BELIEVE YOU HOLD A CLAIM.** You may use photocopies of the attached Proof of Claim Form for filing Claims against additional Debtors, or you may request additional Proof of Claim Forms from RCPC.

### **PERSONS AND ENTITIES WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a proof of claim for Claims relating to the following situations:

1. You do not have a Claim (as defined by Section 101(5) of the Bankruptcy Code) against any of the Debtors (the fact that you received this Notice does not mean that you have a Claim); or
2. You hold a Claim against a Debtor which is listed in such Debtor's schedules or amendments thereto and which is not listed therein as "contingent," "unliquidated" or "disputed", and which you do not dispute as to amount, identity of Debtor, or classification; or
3. You have already properly filed a proof of claim against the correct Debtor(s); or

4. You hold a Claim against a Debtor which previously has been allowed by, or paid pursuant to, an order of the Court; or

5. You are a Debtor and you hold a Claim based upon a potential prepetition inter-company obligation of another Debtor; or

6. You assert a Claim that is allowable only under Section 503(b) of the Bankruptcy Code as an administrative expense in any of the Debtors' cases.

7. You hold bonds issued by the Debtors, under that certain Indenture dated as of April 7, 1999 relating to the Debtors' 11 ½% Senior Subordinated Notes due 2009, but only to the extent such Claims relate solely to your ownership of the bonds.

**CLAIMS RELATING TO THE REJECTION OF EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES**

If your Claim arises out of the rejection of an executory contract or unexpired lease, you must file a proof of claim in respect to such Claim by the later of:

(i) thirty (30) days after the date of entry of the Court order authorizing the rejection of such contract or lease; and

(ii) the Bar Date;

unless the Court has provided otherwise in an order entered prior to the entry of the Bar Date Order authorizing the Debtor to reject the contract or lease.

**PROOF OF INTEREST**

Holders of equity securities of the Debtors are not required to file a proof of interest solely on account of such holder's ownership interest in or possession of such equity securities.

**ADDITIONAL INFORMATION**

If you require additional information regarding the filing of a Proof of Claim Form, you may contact Bankruptcy Services LLC by telephone at (212-376-8494) between 10:00 a.m. and 4:00 p.m., Eastern time, or by writing to Bankruptcy Services LLC at Railworks Claims Processing Center, P.O. Box 5070, FDR Station, New York, New York 10150-5070, when sending first-class mail and at Railworks Claims Processing Center, c/o Bankruptcy Services LLC, 70 East 55<sup>th</sup> Street, New York, NY 10022-3222 for by-hand and overnight courier. The Claims register for each of the Debtors will be available for review in BSI's office (70 East 55th Street, 6th Floor, New York, New York 10022) and at the Clerk's Office for the United States Bankruptcy Court for the District of Maryland, Baltimore Division.

EXHIBIT 1

THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)

In re:

\*

RAILWORKS CORPORATION, et al.,

\*

Case Nos. 01-6-4463 through  
01-6-4485

Debtors.

\*

(Chapter 11)  
(Jointly Administered Under Case  
No. 01-6-4463

\*

\* \* \* \* \*

**DEBTORS, CASE NUMBERS AND TAXPAYER I.D. NUMBERS**

The following is a list of the case numbers and Tax I.D. Numbers for Railworks Corporation ("Railworks") and those of its affiliates (collectively with Railworks, the "Debtors") that have commenced chapter 11 proceedings.

<b><u>Debtor Name</u></b>	<b><u>Case Number</u></b>	<b><u>Taxpayer I.D. Number</u></b>
RailWorks Corporation	01-64463	58-2382378
Breaking Technology & Equipment, Inc.	01-64483	13-3639416
CPI Concrete Products Incorporated	01-64469	62-0913636
Cranequip, Inc.	01-64476	71-2021008
Dura-Wood LLC	01-64465	51-0395294
Gantrex Corporation	01-64475	25-1319426
HSQ Technology Corporation	01-64474	94-2587160
L.K. Comstock & Company, Inc.	01-64473	13-0594190
Midwest Construction Services, Inc.	01-64484	35-1549700
M-Track Enterprises, Inc.	01-64472	06-1093474
Neosho Central America, Inc.	01-64471	48-1212618
Neosho Construction Company, Inc.	01-64468	48-1090375
RailWorks Construction, Inc.	01-64479	52-1212640
RailWorks Track Systems, Inc.	01-64485	41-1522172
RailWorks Track Services, Inc.	01-64478	35-1075159
RailWorks Rail Products & Services, Inc.	01-64477	48-1065603
RailWorks Transit, Inc.	01-64467	11-2626106
RailWorks Transit Systems, Inc.	01-64466	52-2170503
RailWorks Wood Products, Inc.	01-64482	52-2176362
RailWorks Track Systems-Texas, LP	01-64464	74-1807673
US Railway Supply, Inc.	01-64470	35-1911080
Wood Waste Energy, Inc.	01-64480	43-1616799
RailWorks Canada, Inc.	01-64481	52-2179326

Debtors.

## **EXHIBIT B**



# EXHIBIT B

## PROOF OF CLAIM

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND  
RAILWORKS CORPORATION CLAIMS PROCESSING CENTER  
C/O BANKRUPTCY SERVICES LLC  
P.O. BOX 5070 FDR STATION  
NEW YORK, NY 10150-5070

In re: Chapter 11  
RAILWORKS CORPORATION, et al., Case No. 01-6-4463  
Debtors through 01-6-4485 (Jointly Administered)

Name of Debtor Against Which Claim is Held

Case No. of Debtor

**NOTE:** This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor :

- ☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- ☐ Check box if you have never received any notices from the bankruptcy court in this case.
- ☐ Check box if the address differs from the address on the envelope sent to you by the court.

Telephone number:

Account or other number by which creditor identifies debtor:

Check here

- ☐ replaces  
if this claim ☐ amends a previously filed claim, dated: \_\_\_\_\_

### 1. Basis for Claim

- ☐ Goods sold  
☐ Services performed ☐  
☐ Money loaned  
☐ Personal injury/wrongful death  
☐ Taxes

- ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)  
☐ Wages, salaries, and compensation (fill out below)  
Other \_\_\_\_\_ (explain)

Your SS#: \_\_\_\_\_

Unpaid compensation for services performed  
from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

### 2. Date debt was incurred:

### 3. If court judgment, date obtained:

### 4. Total Amount of Claim at Time Case Filed: \$ \_\_\_\_\_

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

- ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

### 5. Secured Claim.

- ☐ Check this box if your claim is secured by collateral (including a right of setoff).  
Brief Description of Collateral:  
☐ Real Estate ☐ Motor Vehicle  
☐ Other \_\_\_\_\_

Value of Collateral: \$ \_\_\_\_\_

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ \_\_\_\_\_

### 6. Unsecured Priority Claim.

- ☐ Check this box if you have an unsecured priority claim  
Amount entitled to priority \$ \_\_\_\_\_  
Specify the priority of the claim:  
☐ Wages, salaries or commissions (up to \$4,300), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).  
☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).  
☐ Up to \$1,950 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).  
☐ Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).  
☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).  
☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_\_).

7. **Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. **Supporting Documents:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien.  
DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. **Date-Stamped Copy:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

## EXHIBIT B INSTRUCTIONS FOR PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.*

### DEFINITIONS

**Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

**Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

**Proof of Claim**

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed, to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

**Secured Claim**

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began. In some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (*See also Unsecured Claim*)

**Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

**Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

### Items to be completed in Proof of Claim form (if not already filled in)

**Court, Name of Debtor and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

**Information about Creditor:**

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

**1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

**2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

**3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

**4. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

**5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of the property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

**6. Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

**7. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

**8. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

**RAILWORKS CORPORATION, et al.,**

**Debtors.**

Case Nos. 01-6-4463 through  
01-6-4485  
(Chapter 11)  
(Jointly Administered Under Case  
No. 01-6-4463

\* \* \* \* \*

**DEBTORS, CASE NUMBERS AND TAXPAYER I.D. NUMBERS**

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Gantrex Corporation	01-64475	25-1319426
HSQ Technology Corporation	01-64474	94-2587160
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Midwest Construction Services, Inc.	01-64484	35-1549700
M-Track Enterprises, Inc.	01-64472	06-1093474
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RailWorks Rail Products & Services, Inc.	01-64477	48-1065603
RailWorks Transit, Inc.	01-64467	11-2626106
RailWorks Transit Systems, Inc.	01-64466	52-2170503
RailWorks Wood Products, Inc.	01-64482	52-2176362
RailWorks Track Systems-Texas, LP	01-64464	74-1807673
US Railway Supply, Inc.	01-64470	35-1911080
Wood Waste Energy, Inc.	01-64480	43-1616799
RailWorks Canada, Inc.	01-64481	52-2179326

**Debtors.**

## **EXHIBIT C**